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QUEEN'S INSTITUTE OF DISTRICT NURSING.

Supplemental Charter.

Dated the 18th January, 1928.

G. & G. KEITH,
18, SOUTHAMPTON STREET,
HOLBORN, W.C.1.

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George the Fifth, by the Grace of God, of Great Britain, Ireland and the British Dominions Beyond the Seas King Defender of the Faith :

To all whom these Presents shall come, Greeting !

Whereas by a Royal Charter of Her late Majesty Queen Victoria dated the 20th day of September, 1889, The Most Noble Hugh Lupus Duke of Westminster Sir James Paget Sir Rutherford Alcock and the Reverend Arthur Lewis Babington Peile the Master of the Royal Hospital of Saint Katharine in the Regent's Park and such other persons as might for the time being constitute the Governing Body of the Corporation established by the said Charter and their successors were constituted appointed and established by the name of " Queen Victoria's Jubilee Institute for Nurses " one body politic and corporate with a common seal and with power to take and hold without any further license in mortmain lands tenements and hereditaments to an amount not exceeding £3,000 per annum as therein mentioned and by the said Charter a Fund was established to be held by Trustees as therein mentioned and by Clause 6 of the said Charter it was declared that the purposes to which the annual income of the said Fund was to be applied were the training support and maintenance of women to act as nurses for the sick poor and the establishment (if thought proper) of a home or homes for such nurses and generally the promotion and provision of improved means for nursing the sick poor and the said Charter contained directions as to the governance of the said Institute by a President and Council and by the said Charter Her said late Majesty reserved to Herself Her Heirs and Successors full power and right to alter amend extend repeal or add to the provisions of that Her Charter by Supplemental Charter and that the said Charter was subject thereto :

And Whereas by a Supplemental Charter dated the 21st day of March, 1898, Her said late Majesty granted willed and ordained notwithstanding anything in the said Original Charter contained certain new provisions therein contained relating to the governance of the said Institute to the appointment of members of the Council and to the powers of the Council to make bye-laws and to appoint Committees and as to the administration of the Fund constituted by the said Original Charter and the said Supplemental Charter provided (by Clause 5) that certain moneys or property not to be granted transferred or paid to the Trustees as mentioned in such Clause should be granted transferred or paid to the President Vice-President and one other Member of the Council to be nominated by the Council or at the option of the Council to the Institute by its Corporate name and the whole of the annual Income of such moneys or property and also the Capital thereof should be at the disposal of the Council and should be applied in any way the Council might direct for the purposes of the said Original Charter and until so applied might be invested as therein mentioned and by the said Supplemental Charter sundry clauses of the said Original Charter were altered or repealed and by the said Supplemental Charter Her said late Majesty did thereby ratify and confirm Her said Original Charter save and except in so far as any of the powers or provisions therein contained were thereby expressly altered extended or enlarged :

And Whereas by a Supplemental Charter dated the 5th day of September, 1904, His late Majesty King Edward the Seventh granted willed and ordained notwithstanding anything in the said Original Charter or the said Supplemental Charter contained (by Clause 1) that the amount up to which the Institute should have power without any further license in mortmain to acquire purchase take and hold and also to sell convey demise or otherwise dispose of any lands tenements or hereditaments of whatsoever tenure nature or kind and any real or personal property whatsoever should be and was thereby increased to an

amount not exceeding £10,000 per annum and the said Charter (by Clause 2) provided that The Queen Consort or the Queen Dowager for the time being or failing such Queen the Sovereign should be the Patron of the Institute and that any Queen Consort who should have become Patron of the Institute should remain Patron during the remainder of her life or until resignation notwithstanding that she should have become Queen Dowager and (by Clause 3) that in addition to the purposes mentioned in Clause 6 of the said Original Charter to which the annual income of the Fund was to be applied it should be lawful for the Council to apply such income or any part thereof in the training support maintenance and supply of women to act as Midwives and the establishment (if thought proper) of a home or homes for such Midwives and (by Clause 5) that all future Presidents of the Institute should be nominated by the Patron of the Institute for a term of three years from the date of such Nomination and at the expiration of such three years should go out of office but should be capable of being again mominated and the said Supplemental Charter in Clause 8 thereof contained further provisions as to the investment of moneys or property which under Clause 5 of the said first Supplemental Charter would or might have been granted transferred or paid to the President Vice-President and one other Member of the Council to be nominated by the Council and the said Supplemental Charter contained provisions in relation to the governance of the said Institute and to the appointment of Members of the Council and to the powers of the Council and of certain of the officers thereof and to the power of the Council to delegate certain of their powers to Committees And the said Supplemental Charter altered and repealed sundry of the provisions not only of the said Supplemental Charter dated the 21st day of March, 1898, but of the said Original Charter And by the said Supplemental Charter of the 5th day of September, 1904, His said late Majesty did thereby ratify and confirm the said Original Charter and the said first Supplemental Charter save and except in so far as any

of the powers or provisions therein respectively contained were thereby expressly altered extended or enlarged :

And Whereas the Chairman and Council of the said Institute have presented their Petition to Us in Council and thereby prayed Us that a further Supplemental Charter might be granted for the purposes in the said Petition mentioned as to Us should seem meet :

Now know ye that as well upon the prayer of the said Chairman and Council as also of Our special grace certain knowledge and mere motion We do by these presents for Us Our Heirs and Successors grant will and ordain notwithstanding anything in the said Original Charter or the said two Supplemental Charters or any of them contained as follows that is to say :—

NAME AND CONSTITUTION.

1. The Body Corporate constituted appointed and established by the said Original Charter by the name of " Queen Victoria's Jubilee Institute for Nurses " shall henceforth be known as " Queen's Institute of District Nursing " The persons now constituting the Governing Body of the said Corporation and their successors shall remain and be by the name " Queen's Institute of District Nursing " one body politic and corporate in deed and in name with perpetual succession and a common seal and with power to sue and be sued in all courts whatsoever by that name and also with power without any further license in mortmain to acquire purchase take and hold any lands tenements or hereditaments of whatsoever tenure nature or kind to an amount not exceeding at any one time the amount value (calculated at the time of the acquisition thereof respectively) of twenty-five thousand pounds per annum and also (but subject to all such consents as are by law required) to sell convey demise or otherwise dispose of such lands tenements or hereditaments or any of them and to acquire purchase take and

hold any personal estate whatsoever and with the other powers and subject to the regulations in and by this Our Charter given and contained which Body Corporate is in this Our Charter referred to as " the Institute "

OBJECTS.

2. The objects of the Institute are

(i) The training support maintenance and supply of women to act as nurses and midwives for the sick poor and the undertaking of preventive and supervisory work for securing their health and the health of their children

(ii) The establishment (if thought fit) of a home or homes (including a training home or training homes) for such nurses and midwives and of a maternity hospital or maternity hospitals for the instruction of such nurses and midwives in midwifery and a clinic or clinics for their instruction in child welfare

(iii) The co-ordination and supervision of centres for any of the aforesaid purposes and generally the promotion and provision of improved means for nursing the sick poor and securing their health and the health of their children

(iv) To co-operate with other Corporations bodies and persons in carrying out any of the above objects with power to make grants of money to such Corporations bodies and persons in furtherance of such objects

(v) To establish branches of the Institute in the United Kingdom or elsewhere with a view to aiding or advancing the main objects of the Institute.

THE PATRON OF THE INSTITUTE.

3. The Queen Consort or the Queen Dowager for the time being or failing such Queen The Sovereign shall be the Patron of the Institute. Provided that any Queen Consort who shall have become Patron of the Institute shall remain Patron during the remainder of her life or until resignation notwithstanding that she shall have become Queen Dowager. The Patron of the Institute shall have such powers of nomination appointment and approval as herein appears.

THE COUNCIL.

4. The Governing Body of the Institute shall consist of a Council which shall be called "The Council of the Queen's Institute of District Nursing" (hereinafter referred to as The Council). The Council shall from time to time elect a Chairman and (if thought fit) a Vice-Chairman or Vice-Chairmen.

5. A President of the Institute shall be nominated by the Patron of the Institute for a term of three years from the date of such nomination or for such greater or lesser period as the Patron of the Institute shall determine and at the expiration of such three years or other period as aforesaid shall go out of office but shall be capable of being again nominated. The President of the Institute shall be *ex-officio* a member of the Council. The present President of the Institute is His Grace the Duke of Devonshire who shall hold office until the 28th day of February, 1930. The Patron of the Institute may appoint any member or members to be a Vice-President or Vice-Presidents of the Institute and any Vice-President so appointed shall hold such office so long as he or she shall be a member of the Council.

6. The Council shall (in addition to the President and Vice-President or Vice-Presidents [if any]) consist of not more than 24 and not less than 16 persons being either men or women. Provided always that if by reason of the death or resignation of any member or members or from any other cause the number of the members of the Council including any additional members to be nominated as hereinafter mentioned shall at any time be less than 16 the continuing members of the Council may continue to act and shall be capable of exercising the powers belonging to the Council.

7. The members of the Council shall (subject to the approval of Us Our Heirs and Successors) be nominated from time to time by the Patron of the Institute. In nominating

members of the Council the Patron of the Institute shall have in view the desirability of securing an equal proportion of men and women on the Council but this Clause shall not be construed so as in any way to limit or control the exercise by the Patron of the Institute of full discretion in making such nominations.

8. It shall be lawful for Us or the Patron of the Institute subject to approval by Us Our Heirs and Successors from time to time to nominate as additional members of the Council any numbers of persons (not exceeding such number as may be approved by Us Our Heirs and Successors) connected with any institution society or body established for purposes similar or akin to the purposes of the Institute (hereinafter called the Representative Members of the Council) and any persons recommended by the Council or by Bodies or persons for the time being approved by the Council such Bodies or persons to have power to recommend for nomination such number of persons as the Council shall by any rules from time to time laid down in that behalf by the Council determine and such nominations may be for a limited period only. Any persons appointed additional members under the provisions of this Clause shall be liable to retire with the other members of the Council as provided by Clause 10 hereof.

9. The Patron of the Institute may on the recommendation of the Council (and subject to the approval of Us Our Heirs and Successors) nominate any person to be an alternate member of the Council in the place of any of the representative members of the Council who shall for the time being reside or be more than 100 miles from Charing Cross in Our City of Westminster for such period (not exceeding the period for which such member of the Council shall be entitled to hold office) and subject to such conditions as the Patron of the Institute may think fit and such alternate member while he or she shall hold such office shall (in lieu of such member of the Council) be entitled to notice of and to attend and vote at meetings of the Council at which

such member as aforesaid shall not be present and the expressions "Member of the Council" and "Members of the Council" wherever the same occur in this Our Charter shall (where the context admits) be deemed to include such alternate member or members as aforesaid.

10. The members of the Council at the date of these Our Presents shall continue in office until the last day of February, 1929, on which date the Council shall retire from office but shall be capable of being again nominated. Upon the last day of February, 1929, and at the end of every subsequent period of three years from such date the then existing Council shall retire and the Patron of the Institute shall nominate a new Council but in all cases the members of the retiring Council shall be capable of being again nominated and until such new Council shall have been nominated the members of the Old Council shall continue in office and be capable of exercising all the powers belonging to the Council. Any Members of the Council nominated by the Patron of the Institute during any such period of three years as aforesaid shall hold office until the end of such period of three years and shall then retire with the other members of the Council but shall be capable of being again nominated.

11. The President and the Vice-President or Vice-Presidents (if any) may and any Member or additional Member or alternate Member of the Council may in writing resign his office. In the event of the death or resignation of the President Vice-President or Vice-Presidents or of any such Member of the Council the Patron may nominate a new President Vice-President or Vice-Presidents or a new member of the Council as the case may be in the place of the President or such Member of the Council.

MEETINGS OF THE GOVERNING BODY.

12. The place of meeting of the Council and for conducting the business of the Institute shall be such place or places as the Council may from time to time appoint.

13. The Council shall make such rules for its times of meetings and for summoning meetings and the conduct of the business and duties of the Council and of the Executive Committee and Sub-Committees to be appointed as hereinafter provided and any matters relative thereto as they may think proper and for an annual independent and efficient Audit of the Accounts of the Institute provided that such rules are approved at a meeting of the Council (summoned with due notice that the matter of such approval will be considered thereat) by a clear majority of the members present and it shall be lawful for the Council to make and from time to time alter repeal amend or add to any rules respecting any matters within the scope of this Our Charter as the Council may think proper.

14. It shall be lawful for the Chairman for the time being of the Council at any time to and he shall upon a requisition in writing signed by not less than ten members of the Council summon a meeting of the Council by letter sent by post to each member at his or her last known place of abode or address giving not less than three days clear notice of such meeting.

15. The Council may from time to time appoint an Executive Committee consisting either wholly of members of the Council or partly of members of the Council and partly of other persons (but so that at least two-thirds of such Committee shall be members of the Council) and without restrictions as to numbers or otherwise or as to the duties to be entrusted to such Executive Committee and such Executive Committee shall have the like power to appoint Sub-Committees consisting of members of the Executive Committee with or without such experts or others not being members of the Executive Committee as the Executive Committee may think fit.

16. The Executive Committee shall perform on behalf of the Council all such duties as may be entrusted to it by the Council and the Sub-Committees shall perform all such duties as may be entrusted to them by the Executive Committee. The

Council may from time to time require any action or resolution of the Executive Committee in reference to any duties entrusted to it to be submitted for the consideration and approval of the Council and may revoke or suspend any resolution passed by the Executive Committee but not so as to affect any act done by the Executive Committee affecting other persons and done in pursuance of authority conferred upon the Executive Committee by the Council.

17. Six Members at least of the Council shall be a quorum.

18. The President of the Institute, if present at a Meeting of the Council, shall be entitled to take the chair but if he shall be absent or unwilling to do so the Chairman of the Council shall be so entitled or if the Chairman of the Council shall not be present then the members of the Council who shall be present shall choose one of their number to take the Chair at such meeting.

19. All acts of the Council and of the Executive Committee and of the Sub-Committees shall be decided by the votes of the majority of the members present and in case of equality of votes the Chairman of the Meeting shall have a second or casting vote.

THE TRUSTEES.

20. The Present Trustees of the Institute are His Grace the Duke of Portland, K.G., G.C.V.O.,; Major the Hon. Arthur George Child Villiers, D.S.O.; Laurence Currie, Esq.; and Lionel Nathan de Rothschild, Esq., O.B.E., and they or the Trustees for the time being of the Institute are in this Our Charter referred to as "the Trustees."

21. The Patron of the Institute may subject to approval by Us Our Heirs and Successors by writing under hand from time to time nominate and appoint any other person or persons to be a Trustee or Trustees of the Institute either in place of any Trustee or Trustees who may be dead or who may in writing

have resigned office or in substitution for or in addition to the Trustee or Trustees for the time being but so that the number of the Trustees shall never exceed four and shall as far as possible be never less than two.

22. The Trustees shall be *ex-officio* members of the Council and notwithstanding any provision herein contained as to retirement of members of the Council shall remain members of the Council so long as they continue Trustees.

THE FUNDS.

23. The Funds for the purposes of this Our Charter shall consist of the moneys now invested in the name of the said Trustees upon trust for the Institute by its former name and of any other real or personal property now held by them upon trust as aforesaid and of such further sums of money and property as may from time to time be given granted transferred or paid to the Trustees for the purposes of this Our Charter.

24. The Funds shall from time to time be transferred so as always to stand in the joint names of the Trustees for the time being.

25. Monies or property (real or personal) may be received or accepted as hereinafter mentioned without being vested in or transferred to the Trustees as part of the Funds.

26. The receipt of the Treasurer of the Institute or if there shall be no Treasurer for the time being or in his absence then the receipt of the Chairman or a Vice-Chairman or of any two members of the Council shall be a sufficient discharge or receipt for any moneys whatsoever payable or proposed to be paid to or for the purposes of the Institute and a transfer of real or personal property (other than moneys) in manner directed by the Treasurer or if there shall be no Treasurer for the time being or in his absence then as directed by the Chairman or a Vice-Chairman for the time being or of any two members of the

Council shall be a good and sufficient transfer discharge or receipt for such real and personal property. Provided nevertheless that all monies and property real or personal which ought having regard to the following provisions to be paid or transferred to or vested in the Trustees as part of the Funds shall as soon as may be after the receipt or transfer thereof in manner aforesaid be paid or transferred to or vested in the Trustees.

27. All moneys or property (real or personal) the income only of which may by the terms of the gift thereof to the Institute be used for the general purposes of the Institute shall be paid to or transferred to the Trustees as part of the Funds.

28. All moneys or property (real or personal) given to or for the benefit of the Institute as to which it is not specified by the donors that the income only thereof may be used for the general purposes of the Institute may be retained at the discretion of the Council under the control of the Council and for the general purposes of the Institute and may be applied as annual income whether of the year in which the same may be given or received or of any subsequent year but so nevertheless that the Council may at any time determine that any part of the moneys or property so under the control of the Council shall thenceforth be capital and in such case the part as to which such determination shall be come to shall be paid or transferred to the Trustees as part of the Funds.

29. The Institute may act as Trustees of monies or property (real or personal) given upon trust for special purposes which are within the general purposes of the Institute or allied thereto and in such case such monies or property shall be paid or transferred to the Trustees upon a special account and the trusts thereof shall be administered and carried into effect by the Council.

30. Monies and property (whether real or personal) authorised to be retained under the control of the Council shall be paid to or transferred to or vested in the Chairman of the Council and two other members of the Council to be nominated

by the Council or at the option of the Council to or in the Institute by its corporate name but without prejudice to the validity of the receipt or transfer thereof given or made in manner aforesaid.

31. Donations devises bequests and subscriptions of moneys or property (whether real or personal) may be accepted by the Council whether or not the same be given subject to any stipulations or trusts or for special purposes. The Council may hold public meetings and may thereat describe the Work of the Institute and make known the importance of such Work and may make appeals to the Public and take such steps as the Council may think fit for obtaining gifts and donations for the general work of the Institute or for any special branch of its work and may pay out of its funds any moneys necessary or advisable in connection with any such meeting or appeal.

32. Moneys or property (whether real or personal) which may be offered to the Institute subject to any condition whether such condition be the reservation to the proposed donor or to any nominee of his of a life interest therein or be the payment by the Institute of an annuity to such donor or his nominee or be any condition imposing a liability upon the Institute may be accepted at the discretion of the Council and (notwithstanding anything in this Our Charter contained) The Institute and the Funds and any moneys or property under the control of the Council may be rendered liable to the fulfilment of any such condition whether such condition be the payment of monies or otherwise.

33. The Trustees shall place the whole of the annual income of the Funds at the disposal of the Council to be by them applied for the purposes and in accordance with the terms of this Our Charter.

34. The annual income only of the Funds and not any part of the capital thereof shall be applied for the purposes of this Our Charter. Provided nevertheless that any moneys or

investments for the time being forming part of the Funds may be invested or applied in the purchase of lands tenements or hereditaments of any tenure convenient to be used for or required for any of the purposes of this Our Charter.

35. The investments for the time being representing the Funds may from time to time be sold called in or converted into money and the money arising thereby or any other moneys requiring investment shall unless the same be applied in any other manner authorised hereby or by law be invested by the Trustees upon and according to the direction of the Council in any investments in which Trustees are for the time being authorised by law to invest trust money.

36. The Council may from time to time delegate to any Committee consisting wholly of members of their own Body all or any of their powers relating to the making or variation of investments or the sale calling in or conversion of investments or the application of moneys. Provided that no Trustee or Trustees shall be responsible for the making variation selling calling in or conversion of any investments made or done in pursuance of any direction given by the Council or by any such Committee in pursuance of any power expressly delegated to such Committee as aforesaid.

OFFICERS.

37. The Council shall have power from time to time to appoint such Honorary or Paid Officers as they shall think fit and to define their duties.

REPORT.

38. The Council shall within the first quarter of each year make to the Patron of the Institute a Report of their proceedings during the year ending on the last preceding 31st day of December and such Report shall include a statement and balance sheet of expenditure of the accruing income of the Institute and a statement of the capital of the funds held in trust and all other particulars necessary for showing the then state of the affairs of the Institute and such Report shall be submitted to Us Our Heirs and Successors.

EXPENSES.

39. All expenses incurred in or incidental to the conduct and management of the affairs of the Institute and all other expenses incurred in connection therewith shall be paid out of the income of the Fund and not out of the capital thereof or partly out of such income and partly out of any moneys under the control of the Council or wholly out of the latter.

40. Save as regards the constitution appointment and establishment by the name of " Queen Victoria's Jubilee Institute for Nurses " of the Body Corporate mentioned in Clause 1 of the Original Charter dated the 20th day of September, 1889, the provisions of the said Original Charter together with the provisions of the said Supplemental Charters dated the 21st day of March, 1898, and the 5th day of September, 1904, are hereby repealed.

Provided that

(1) Nothing in this repeal shall affect the validity or legality of any Act deed or thing done or executed or of any dealing in property or of any investment made under the provisions of the said Charters or any of them.

(2) All contracts entered into prior to the date hereof with or by the Institute under the name of " Queen Victoria's Jubilee Institute for Nurses " shall be as valid and effectual and may be enforced by or against the Institute as fully and effectually as if the Institute by its present name of " Queen's Institute of District Nursing " had been a party to such contract in lieu of the Institute by its said former name.

(3) Nothing in this repeal shall repeal or affect the validity of any rules made or approved whether by the Lords of Our Privy Council or by the Council of " Queen Victoria's Jubilee Institute for Nurses " under the provisions of the said

Original Charter or the said Supplemental Charters and in force at the date of this Our Charter but such rules shall continue in force and shall apply to the Institute as if the same were validly made or approved under the provisions of this Our Charter unless and until the same be altered repealed or replaced by any other rules made or approved under the provisions of this Our Charter.

CONSTRUCTION.

41. And lastly We do hereby for Us Our Heirs and Successors grant and declare that this Our Charter shall be in all things valid and effectual in the law according to the true intent and meaning of the same and shall be construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Institute as well in all Our Courts as elsewhere notwithstanding any recital misrecital uncertainty or imperfection in the terms of this Our Charter, and

42. We do hereby reserve and declare that We Our Heirs and Successors have full power to alter amend extend repeal or add to the provisions of this Our Charter by Supplemental Charter and that this Our Charter is subject thereto.

In Witness whereof we have caused these our letters to be made patent

Witness Ourself at Westminster the Eighteenth day of January in the year of Our Lord One Thousand Nine Hundred and Twenty-Eight and in the Eighteenth year of Our Reign.

By Warrant under the King's Sign Manual.

Seal.

SCHUSTER.

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